



COLEMAN FROST LLP

429 Santa Monica Boulevard,
Suite 700
Santa Monica, California 90401

March 18, 2011

VIA HAND DELIVERY

The Honorable Arthur J. Gonzelez
Chief United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

VIA E-MAIL

Mr. Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Drive
Culver City, CA 90232

VIA E-MAIL

Schuyler G. Carroll
Robert Hirsh
Arent Fox LLP
1675 Broadway
New York, NY 10019-5820

VIA E-MAIL

Richard Morrissey
Office of the United States Trustee
33 Whitehall Street – 21st Floor
New York, NY 10004

VIA E-MAIL

Alex Spizz
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, NY 10022

Re: Rock & Republic Enterprises, Inc. et al.
Chapter 11 Case No. 10-11728 (AJG) (Jointly Administered)

Pursuant to an Order dated May 26, 2010, our firm was retained *nunc pro tunc* to April 1, 2010 to represent the Debtors in Possession as Special Litigation Counsel in the above-referenced Chapter 11 case. By Order dated April 29, 2010 (the “Compensation

Hon. Arthur J. Gonzalez
Armando Arce, Jr.
Schuyler G. Carroll
Richard Morrissey
Alex Spizz
March 18, 2011
Page 2

Order”) the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses for the period of February 2011.

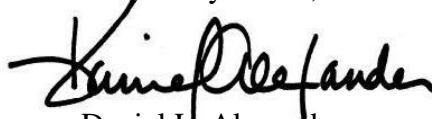
During the period from February 1, 2011 through February 28, 2011, our fees for services rendered as counsel to the Debtors-in Possession were \$57,112.50. Our disbursements during this period were \$2,257.22. A detailed billing statement for the period is enclosed for your information and review. The billing statement sets forth the name of each attorney or staff member who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, COLEMAN FROST LLP DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.

In accordance with the Compensation Order, unless we receive an objection to our billing statement within thirty-five (35) days following the end of the last month for which compensation is sought, the Debtors shall remit to Coleman Frost LLP the sum of \$45,690.00, representing 80% of \$57,112.50, and \$2,257.22, representing 100% of the disbursements incurred during the applicable period, for payment of fees and costs in the amount of \$47,947.22.

If you have any questions regarding this billing statement, please do not hesitate to contact the undersigned.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Daniel L. Alexander", written over a horizontal line.

Daniel L. Alexander
for COLEMAN FROST LLP



COLEMAN FROST LLP

429 SANTA MONICA BLVD.

SUITE 700

SANTA MONICA, CA 90401

Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

March 18, 2011
Client No. 1096

Cover Statement

	Balance
1096-001 Re: Litigation	\$57,112.50
1096-003 Re: Fee/Employment Applications	0.00
1096-004 Re: Relief From Stay Proceedings	<u>\$ 0.00</u>
Total Fees	\$57,112.50
Expenses	<u>\$ 2,257.22</u>
Total Fees and Expenses	<u>\$59,369.72</u>

COLEMAN FROST LLP
429 Santa Monica Blvd., Suite 700
Santa Monica, California 90401
(310) 576-7312
TIN # 20-0807972

Armando Arce, Jr.
Rock & Republic Enterprises, Inc.
3523 Eastham Dr.
Culver City, CA 90232

March 18, 2011
Our File: 1096.001
Invoice # 1808
Total Balance Due \$355908.32

RE: Litigation

Statement of Account for the Period Ending February 28, 2011

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/01/11	DLA	Confer w/B. Armstrong re proposed findings of fact and conclusions of law	0.30	97.50
	DLA	Review trial testimony	2.80	910.00
	BAA	Analysis of declarations, deposition designations and cross examinations for exhibits to be placed in joint exhibit list	1.70	637.50
	JK	Review claimant's joint trial exhibit list re discrepancies	5.00	625.00
02/02/11	DFC	Review/analyze issues re evidence introduced at trial	0.40	150.00
	DLA	Review trial testimony	6.70	2,177.50
	JK	Review claimant's joint trial exhibit list re discrepancies	2.00	250.00
02/03/11	DFC	Review/analyze issues re potential impact of Spring Street decision on NPR hearing	0.30	112.50
	DLA	Review trial testimony	4.20	1,365.00
	DLA	Review trial exhibits	1.90	617.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	JK	Review claimant's joint trial exhibit list re discrepancies; conference w/B. Armstrong and D. Alexander	1.00	125.00
02/04/11	DFC	Review/analyze issues re findings of fact, conclusions of law	0.70	262.50
	DLA	Confer w/B. Armstrong re trial exhibits	0.40	130.00
02/06/11	DLA	Review trial testimony	3.80	1,235.00
02/07/11	DLA	Conferences and communications re trial exhibits	3.20	1,040.00
	DLA	Review trial testimony, deposition testimony and exhibits for post-trial submission	5.80	1,885.00
02/08/11	DFC	Review/analyze issues re evidentiary objections/findings of fact and conclusions of law	1.50	562.50
	DLA	Review trial testimony, deposition testimony and exhibits for post-trial submission	4.90	1,592.50
	DLA	Prepare for and participate in conference w/court re trial exhibits	3.20	1,040.00
	DLA	Conferences re post-trial submission	1.80	585.00
02/09/11	DFC	Review/analysis issues re case strategy, issues re lease payments; telecons/emails w/M. Ball and V. Do	0.90	337.50
	DLA	Review trial testimony and compile evidentiary index for post-trial submission	6.60	2,145.00
	BAA	Analysis of stipulation re damages and telecons w/A. Goldstein re same	0.60	225.00
	BAA	Review trial testimony and exhibits	2.60	975.00
	BAA	Legal research re landlord's duty to mitigate damages	2.10	787.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/10/11	DFC	Review/analyze issues re findings of fact/conclusions of law	1.30	487.50
	DLA	Review trial testimony and compile evidentiary index for post-trial submission	11.20	3,640.00
	BAA	Analysis of information from Creditors' Committee re proposed stipulation re damages	0.90	337.50
	BAA	Review and analysis of findings of fact and conclusions of law re damages	1.90	712.50
	BAA	Analysis of January 26th transcript of proceedings including J. Williams testimony	2.60	975.00
02/11/11	DFC	Review/analyze issues re findings of fact/conclusions of law	0.80	300.00
	DLA	Review trial testimony and compile evidentiary index for post-trial submission	12.80	4,160.00
	DLA	Outline post-trial submission	1.70	552.50
	BAA	Analysis of transcript of proceedings (via word search) for testimony of fair market rental value of the premises	2.10	787.50
	BAA	Legal research re burden of proof re fair market rental value	2.30	862.50
	BAA	Review/analyze draft findings of fact and conclusions of law re damages	2.10	787.50
	BAA	Conference w/expert B. Malmund re revised damages calculation	0.90	337.50
	BAA	Telecon w/all counsel re proposed stipulation re damages	0.60	225.00
02/12/11	DLA	Review trial testimony and compile evidentiary index for post-trial submission	8.20	2,665.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DLA	Draft proposed findings of fact and conclusions of law	9.70	3,152.50
	BAA	Draft findings of fact and conclusions of law	3.10	1,162.50
02/13/11	DLA	Draft proposed findings of fact and conclusions of law; legal research re same	21.40	6,955.00
	BAA	Draft findings of fact and conclusions of law	6.70	2,512.50
02/14/11	DLA	Review, revise and edit proposed findings of fact and conclusions of law and prepare to submit to court	5.90	1,917.50
	BAA	Draft findings of fact and conclusions of law	2.70	1,012.50
	BAA	Receipt, preliminary review and analysis of proposed findings of fact and conclusions of law of the Creditors' Committee	2.80	1,050.00
	BAA	Receipt, preliminary review and analysis of proposed findings of fact and conclusions of law of New Pacific	3.40	1,275.00
02/15/11	BAA	Analysis of New Pacific's proposed findings of fact and conclusions of law	2.80	1,050.00
02/18/11	DLA	Review proposed findings of fact and conclusions of law from other parties	1.00	325.00

Summary of Services

BAA	Bruce A. Armstrong	41.90 hr @ 375.00	\$ 15712.50
DFC	Derrick F. Coleman	5.90 hr @ 375.00	\$ 2212.50
DLA	Daniel L. Alexander	117.50 hr @ 325.00	\$ 38187.50
JK	Joyce Keith	8.00 hr @ 125.00	\$ 1000.00

Total Professional Services

173.30

\$ 57,112.50

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March 18, 2011
Rock & Republic Enterprises, Inc.
Litigation
Our File: 1096.001
Invoice # 1808

Costs and Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/11	Video Court Appearance Fee	438.00
02/10/11	Trial Transcripts	1,690.53
02/16/11	Telephonic Appearance Fee	37.00
02/28/11	Westlaw Charges	<u>91.69</u>
	Total Costs and Disbursements	\$ 2,257.22

TOTAL NEW CHARGES	\$ 59,369.72
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Previous Balance Due	\$322,378.47
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PAYMENTS AND CREDITS

03/18/11	Payment (Unused expert witness fees retainer balance applied per authorization of R&R) - Thank You	<u>25,839.87</u>
	Total Payments and Credits	\$ 25,839.87

Unpaid Balance Forward	\$296,538.60
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SUMMARY OF ACCOUNT

Balance Forward	\$322,378.47
Total New Charges	59,369.72
Payments and Credits	<u>25,839.87</u>

TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **	\$355,908.32
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